

GARY E. WILLSON
2 CORTE DEL BAYO
LARKSPUR, CA 94939
(405) 924-3588

7/7/93

To whom it may concern:

My name is Gary E. Willson and I live at 2 Corte Del Bayo, Larkspur, California.

On the afternoon of February 1, 1993 I received a message on my voice mail from Fred Constant asking me to call him. The number he gave was in Santa Rosa (707)523-0101. At 4:04 pm I returned his call asking "what I could do for him". Although I can't recall the exact words used during the conversation I will attempt to give you an idea of how the conversation went.

He said he was calling me, on his own, to see if he might be able to help get me and Mary together to discuss the prospects of making a deal to buy me out of my FM application for Calistoga. He said he wasn't part of her application but he was just interested to see, if by talking to me, he could convince me to meet with Mary to explore the "possibilities" of settling the case before it went to hearing. I recall, it seemed odd that he would be calling me because it was only a couple of months before that Mary, Fred, Mary's attorney, and my attorney met face to face in Washington to discuss settlement possibilities (at her request).

I told Fred that I had been over this with Mary and that I wasn't interested in discussing this any further. He wanted to argue about it, stating the station's worth in his opinion...he referred to the sale of another FM in Santa Rosa mentioning its price and why couldn't I accept something reasonable. I tried to explain my position to him. The call went on for 26 minutes.

The documents contained in exhibits relating to the Mega Media litigation and GlenFed litigation were obtained by me from the Marin County, California courthouse.

This statement is true and correct to the best of my knowledge and belief and is made under penalty of perjury.

Signed

Gary E. Willson

Account Number

415 924-3588 811 N 7

Page

2

Statement Date

Feb 20, 1993

PACIFIC BELL

Questions For billing questions call: No Charge 1 800 924-9258

Service Area 1 Calls	Itm	Date	Time	Min	*	Place and Number Called	Charge
	1	Jan22	224P	6	DD	SANTA ROSA CA 707 579 5907	1.41
	2	Jan22	230P	5	DD	ECONTRCOST CA 510 684 0943	1.34
	3	Jan22	322P	3	DD	SANTA ROSA CA 707 527 8500	.75
	4	Jan22	427P	28	DD	ECONTRCOST CA 510 684 0943	7.09
	5	Jan22	456P	1	DD	ECONTRCOST CA 510 625 4204	.34
	6	Jan22	615P	8	DE	ECONTRCOST CA 510 625 4204	1.46
	7	Jan23	1230P	1	DN	ECONTRCOST CA 510 684 0943	.13
	40	Jan29	850A	4	DD	SANTA ROSA CA 707 546 7355	.97
	41	Jan29	902A	1	DD	ECONTRCOST CA 510 684 0943	.34
	42	Jan29	1227P	50	DD	SAN JOSE CA 408 244 0224	14.09
	43	Jan30	1018A	16	DN	ECONTRCOST CA 510 684 0943	1.63
	44	Jan30	308P	1	DN	CONCORD CA 510 676 0222	.11
	45	Jan31	835P	18	DN	SANTA ROSA CA 707 546 5139	1.62
	46	Feb 1	956A	1	DD	SANTA ROSA CA 707 527 8500	.31
	47	Feb 1	404P	26	DD	SANTA ROSA CA 707 523 0101	5.81
	48	Feb 1	500P	2	DE	NAPA CA 707 257 1454	.32
	49	Feb 1	502P	1	DE	SANTA ROSA CA 707 544 5811	.21
	50	Feb 1	529P	3	DE	SAN JOSE CA 408 973 8091	.65
	51	Feb 1	531P	41	DE	SAN JOSE CA 408 973 8091	8.09
	52	Feb 1	624P	6	DE	SAN JOSE CA 408 244 0224	1.23
	53	Feb 1	748P	14	DE	ECONTRCOST CA 510 684 0943	2.51
	54	Feb 2	851A	1	DD	ECONTRCOST CA 510 684 0943	.34
	55	Feb 2	515P	1	DE	ECONTRCOST CA 510 684 0943	.23
	56	Feb 2	629P	19	DE	ECONTRCOST CA 510 684 0943	3.38
	57	Feb 3	1050A	4	DD	SANTA ROSA CA 707 546 7355	.97
	58	Feb 3	1054A	4	DD	SSNFRNCSCO CA - 873 3500	.73

as

EXHIBIT 4

Broadcasting Cablecasting Yearbook 1988

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THE TELEVISION OF THE FUTURE HAS
TAKEN SHAPE AT TURNER BROADCASTING

SuperStation TBS • CNN • HEADLINE NEWS

Turner Entertainment Co. • Turner Program Services, Inc.
Turner Cable Network Sales, Inc. • CNN International Sales, Inc.
Turner Broadcasting Sales, Inc. • Atlanta Braves • Atlanta Hawks

Group Ownership

W Banta, 34%; Bert Lyon & Co., 24%. Hqs: Box 80011, Salinas, Calif. 93912. (408) 422-7484.

Community Service Radio Group Stns: 3 AM, 5 FM. KWHW(AM)-KRKZ(FM) Altus and KYFM(FM) Bartlesville, both Oklahoma; KDNT(AM) Denton, KZRK(FM) Gainesville, KTXJ(AM)-KWYX(FM) Jasper and KDXE(FM) Sulphur Springs, all Texas. Ownership: Galen O. Gilbert, Jesse Gilbert, Jimmy Young, Dave Solomonson, Dennis Grandcolas. Hqs: Box 50539, Denton, Tex. 76206. (817) 383-1357.

Community Service Radio Inc. Stns: 1 AM, 2 FM. WIRL(AM) and WSWT(FM) Peoria, Ill.; and KRVR(FM) Davenport, Iowa. (All 100% owned.) Executive: James D. Glassman, pres. Hqs: Box 3335, Peoria, Ill. 61614. (309) 694-6262.

Constant Communications Co. Stns 3 AM, 3 FM. KIZN(AM) Boise and KIZN-FM New Plymouth, both Idaho; KWNZ(FM) Carson City and KQLO(AM) Reno, both Nevada; KDUK(AM) Eugene and KLCX(FM) Florence, both Oregon. (All 100% owned.) Ownership: Frederic W. Constant. Hqs: Marinship Yacht Harbor, Sausalito, Calif. 94965. (415) 331-2345.

Contemporary Media Broadcasting Group. Stns: 1 AM, 2 FM. WBOW(AM) and WZZQ(FM) Terre Haute, Ind.; and KFMZ(FM) Columbia, Mo. (All 100% owned.) Ownership: Mike Rice, 100%. Hqs: 1360 S. 5th St., St. Charles, Mo. 63301. (314) 947-0600.

Cooney Communications Corp. Stns: 2 AM, 2 FM. WTKO(AM)-WQNY(FM) Ithaca and WCHN(AM)-WXXZ(FM) Norwich, both New York. Ownership: Matthew T. Cooney Jr., 100%. Hqs: 14 South Broad St., Norwich, N.Y. 13815. (607) 334-2218.

Cosmos Broadcasting Corp. Stns: 8 TV. WSFA(TV) Montgomery, Ala.; KAIT-TV Jonesboro, Ark.; WFIE-TV Evansville, Ind.; WAVE(TV) Louisville, Ky.; KPLC-TV Lake Charles and WDSU-TV New Orleans, both Louisiana; WTOL-TV Toledo, Ohio; and WIS-TV Columbia, S.C. (All 100% owned.) Executives: Macon G. Patton, chmn & CEO; James R. Sefer, pres; John C. Thorne, VP, administration & dev; Joseph P. Gill Jr., VP, engrg; G. Neil Smith, controller; Dixon C. Lovvorn, senior VP; James M. Keeler, VP; Conrad L. Cagle, VP; Jim J. Dunham, VP; Guy W. Hempel, VP; Ronald F. Loewen, VP; S. Wheeler Rudd, VP; and Melbourne A. Stebbins, VP. Ownership: The Liberty Corp., Greenville, S.C. (Francis M. Hipp, W. Hayne Hipp and families, principals). Hqs: Box 789, Greenville, S.C. 29602. (803) 292-4370.

Cox Enterprises Inc. Stns: 5 AM, 6 FM, 8 TV. WSB-AM-FM-TV Atlanta; WSOB-AM-FM-TV Charlotte, N.C.; WHIO-AM-FM-TV Dayton, Ohio; WKBD(TV) Detroit; WCKG(FM) Elmwood Park, Ill. (Chicago); KFI(AM) and KOST(FM) Los Angeles; WIOD(AM) and WGTR(FM) Miami; KTVU(TV) Oakland, Calif. (San Francisco); WFTV(TV) Orlando, Fla.; WPXI(TV) Pittsburgh; and KDNL-TV St. Louis. Corporate officers: James Cox Kennedy, pres & CEO; Charles E. Glover, exec VP; Carl R. Gross, senior VP & chief admin off; John R. Dillon, VP & chief financial off; Timothy W. Hughes, VP, human resources; Richard L. Tatum, VP; Jimmy W. Hayes, controller; John G. Boyette, treas; Raymond J. Tucker, sec. Broadcasting division officers: Stanley G. Mouse, pres; Nicholas D. Trigony, exec VP-radio; Kevin P. O'Brien, exec VP-independent group; John D. Furman Jr., VP, dir of broadcast standards; Patrick J. Gmitter, VP-mktg, exec VP-WPXI(TV) Pittsburgh; Thomas E. McClendon, VP, dir of rsch; Neil Pugh Jr., VP, stn mgr-WHIO-TV Dayton, Ohio; John J. Rouse Jr., VP-controller; John F. Swanson, VP-engrg. Cable TV: Cox Cable Communications Inc. See also Newspaper Crossownership. Hqs: 1400 Lake Hearn Dr. N.E., Atlanta 30319. (404) 843-5000.

Crawford Broadcasting Co. Stns: 2 AM, 4 FM. WDJC(FM) Birmingham, Ala.; KBRT(AM) Avalon, Calif. (southern California); WYCA(FM) Hammond, Ind. (Chicago); WMUZ(FM) Detroit; WDCX(FM) Buffalo, N.Y.; and KPBC(AM) Dallas. (All 100% owned.) Executive: Donald B. Crawford, pres. Ownership: Donald B. Crawford is full owner of WDJC(FM), KBRT(AM), WYCA(FM), WDCX(FM) and KPBC(AM). WMUZ(FM) is owned by Donald B. Crawford and Dean A. Crawford. Hqs: Box 86, Flourown, Pa. 19031. (215) 628-3500.

Crecelius-Lundquist Communications Corp. Stns: 3 AM, 1 FM. KSGT(AM) Jackson, KMER(AM) Kemmerer and KPOW(AM)-KLZY(FM) Powell, all Wyoming.

Ownership: Edward K. Crecelius and Jerrold Lundquist. Hqs: Box 100, Jackson, Wyo. 83001. (307) 733-7773.

Criswell Center for Biblical Studies Stns: 6 FM, 1 SW. KSYE(FM) Frederick, Okla.; KAGN(FM) Abilene, KBUB(FM) Brownwood, KCBI (shortwave) and KCBI-FM Dallas, KTDN(FM) Palestine and KADE(FM) Weatherford, all Texas. (All 100% owned.) Hqs: Box 1809, Dallas 75211. (214) 954-4444.

The Cromwell Group Inc. Stns: 3 AM, 2 FM. WVEL(AM) and WGLO(FM) Pekin (Peoria), Ill.; WKCM(AM) Hawesville and WHRS(AM)-WFMI(FM) Winchester (Lexington), both Kentucky. (All 100% owned.) Ownership: Bayard H. Walters, pres, 100%. Hqs: Box 150846, Nashville 37215. (615) 383-7560.

The Curators of the University of Missouri. Stns: 5 FM, 1 TV. KOMU-TV Columbia, Mo. (commercial TV station) plus the following noncommercial FM stations: KBIA(FM) Columbia, KCUR-FM Kansas City, KMNR(FM) and KUMR(FM) Rolla, and KWMU(FM) St. Louis, all Missouri. (All 100% owned.) Hqs: 225 University Hall, University of Missouri, Columbia, Mo. 65211. (314) 882-2705.

D

DKM Broadcasting Corp. Stns: 8 AM, 8 FM. KLZ(AM) and KAZY(FM) Denver, WAOK(AM) and WVEE(FM) Atlanta; WCAO(AM) and WXYV(FM) Baltimore; KWTO-AM-FM Springfield, Mo.; KFOR(AM) and KFRX(FM) Lincoln, Neb.; WAKR(AM)-WONE-FM Akron and WONE(AM)-WTUE(FM) Dayton, both Ohio; and KMEZ-AM-FM Dallas. Note: All of the stations have sold to Summit Communications Group Inc. (see listing), subject to FCC approval. Executives: Robert R. Dyson, chmn; James W. Wesley Jr., pres & CEO; James M. Strawn, exec VP. Hqs: 6201 Powers Ferry Road, Suite 100, Atlanta 30339. (404) 955-8855.

Fredric A. Danz Stns.—See SRO Broadcasting.

Davis Broadcasting Inc. Stns: 3 AM, 3 FM. WTHB(AM)-WFXA-FM Augusta, WOKS(AM)-WFXE(FM) Columbus, WFXM-FM Forsyth and WIBB(AM) Macon, all Georgia. Ownership: Greg Davis, 58%; Bob Schmalzried, Tom Mack, Orange Nassau Capital Corp. Hqs: 1115 14th St., Columbus, Ga. 31902. (404) 576-3565.

Davis-Weaver Broadcasting. Stns: 2 AM, 1 FM. KFIC-AM-FM Fresno and KLOK(AM) San Jose, both California. Ownership: Philip C. Davis, 85%; Bill Weaver, 15%. Hqs: c/o KLOK Radio, One Radio Park Drive, San Jose, Calif. 95122. (408) 274-1170.

Deer River Broadcasting Group. Stns: 1 AM, 1 FM. WFGL(AM) and WLXO(FM) Fitchburg, Mass. Group also has minority participation in UHF stations: KLRT(TV) Little Rock, Ark. (channel 16) and WJKA(TV) Wilmington, N.C. (channel 26). Executives: Robin B. Martin, pres & CEO; Jay P. Williams Jr., chief operating off & gen mgr; WFGL(AM) and WLXO(FM). Ownership: Robin B. Martin, 55%; Susan P. Cochran, Jay P. Williams. Cable TV: Minority interest in Plymouth, Wis. cable system. Hqs: 2000 L St. N.W., Suite 200, Washington 20036. (202) 659-3331.

DeFuniak Communications Inc. Stns: 2 AM, 2 FM. WGTX(AM) and WQUH(FM) DeFuniak Springs, Fla.; and WJFC-AM-FM Jefferson City, Tenn. (All 100% owned.) Ownership: Arthur F. Dees, 50%; Robert F. Schumann, 50%. Hqs: Box 627, DeFuniak Springs, Fla. 32433. (904) 892-3158.

Demaree Media Inc. Stns: 5 AM, 6 FM. KFAY(AM) Farmington (100%), KKEG(FM) Fayetteville (100%), KZNG(AM)-KQSR-FM Hot Springs (100%) and KWCK(AM)-KSER(FM) Searcy (75%), all Arkansas; WMBH(AM)-KKUZ(FM) Joplin (100%) and KKUS(FM) Springfield (100%), both Missouri; and KKID-AM-FM Salinas, Okla. Note: Group has purchased KRRA(FM) Huntsville, Ark., subject to FCC approval. Executive: Levo Patrick Demaree, pres. Ownership: Levo Patrick Demaree, Reba Pearl Demaree. Hqs: Box 878, Fayetteville, Ark. 72702. (501) 521-5566.

Denali Broadcasting. Stns: 5 AM. KLAM(AM) Cordova, KAJD(AM) Juneau, KENY(AM) Kenai, KRXA(AM) Seward and KNAK(AM) Valdez, all Alaska. (All 100% owned.) Executive: John Lindauer, pres. Hqs: 3933 Geneva Place, Anchorage 99508.

Dick Broadcasting Co. Stns: 2 AM, 3 FM. WKRR(FM) Asheville, N.C.; WIVK-AM-FM Knoxville and WKDA(AM)-WKDF(FM) Nashville, both Tennessee. (All 100% owned.) Ownership: James A. Dick, pres; Marilyn M. Dick, Jeannette Dick Hundley, James Allen Dick Jr.,

Emily R. Dick, C. Arthur Dick. Hqs: 6711 Kingston Pike Knoxville, Tenn. 37919. (615) 588-6511.

Dispatch Printing Co. Stns: 2 TV. WTHR(TV) Indianapolis; and WBNS-TV Columbus, Ohio. Executive: John Walton Wolfe, chmn of board. Ownership: Private, owned by Wolfe family, Columbus, Ohio. See Newspaper Crossownership. Hqs: 34 S. Third St., Columbus Ohio 43216.

Diversified Communications. Stns: 1 AM, 1 FM, 1 TV. WCJB(TV) Gainesville, Fla.; WABI-AM-TV and WYOU-FM Bangor, Me.; WCTI(TV) New Bern, N.C.; WYOU(TV) Scranton, Pa.; and WPDE-TV Florence S.C. (All 100% owned.) Executives: Horace A. Hicker Jr., pres; George H. Anderson, pres, broadcast division. See Newspaper Crossownership. Cable TV: Hqs: 5 Milk St., Portland, Me. 04112. (207) 774-5981.

Dix Communications. Stns: 3 AM, 4 FM, 5 TV. WMMZ(FM) Ocala, Fla.; WTBO(AM) and WKGO(TV) Cumberland, Md.; KAAL(TV) Austin, Minn.; KULR-TV, Billings and KFBB-TV Great Falls, both Montana; WWST(AM) and WQKT(FM) Wooster, Ohio; WRAD(AM) and WRIG(FM) Radford, Va.; KTWO-TV Casper and KKTU(TV) Cheyenne, both Wyoming. Executives: A.E. Dix, pres; Robert C. Dix, TV division chmn; R. Victor Dix, VP; David E. Dix, VP; G. Charles Dix, VP; Dale E. Gerber, controller. Ownership: Dix family. Cable TV: Woodland Park, Colo. and Gouverneur, N.Y. Hqs: 212 E. Liberty St., Wooster, Ohio 44691. (216) 264-3511.

Donney Media Group. Stns: 2 AM, 1 FM, 1 TV. KBRS(AM) Springdale, Ark.; KLDR-FM Delta and KEXO(AM) Grand Junction, both Colorado; and KOLQ-TV Reno. (All 100% owned.) Ownership: Donald W. Reynolds, 100%. Executives: Donald W. Reynolds, pres & CEO; Fred W. Smith, exec VP; Don R. Burns, VP, outdoor/broadcast/cable. Cable TV: See Newspaper Crossownership. Outdoor/broadcast/cable division: Box 18636, Oklahoma City 73154. Hqs: Donney House, 920 Rogers Ave., Fort Smith, Ark. 72901. (501) 785-7810.

Dorton Broadcasting Co. Stns: 3 AM, 3 FM. WZZY-FM Detroit, WNYR(AM) and WEZO(FM) Rochester, N.Y.; WGIV(AM) Charlotte and WPEG(FM) Concord, both North Carolina; and KSKY(AM) Balch Springs, Tex. (Dallas). Note: Group has purchased WBMX-FM Oak Park, Ill., pending FCC approval. Executives: John Palmer, chmn; Joseph L. Dorton, pres & CEO; R. Kittredge (Kit) Scripps, chief financial off; Connie Bathrop, VP, finance & treas. Ownership: Betty Pazdernik and Paul (Dick) Puritan. Hqs: 2525 Telegraph Rd., Suite 310, Bloomfield Hills, Mich. 48013. (313) 332-4991.

Double Eagle Broadcasting. Stns: 3 FM. KJUU(FM) Clifton, Ariz. (100%); KBSV(FM) Red Lodge, Mont. (100%); and KXKK(FM) Lordsburg, N.M. (52%). Ownership: C.R. Crisler, pres, 100%. Hqs: Box 6324, Fort Smith, Ark. 72906. (501) 996-2254. (501) 444-9544.

Draper Communications Inc. Stns: 2 TV. WBOC-TV Salisbury, Md.; and KGBT-TV Harlingen, Tex. Ownership: Thomas H. Draper. Hqs: Box 2057, Salisbury Md. 21801. (301) 749-1111.

R. H. Drewry Group. Stns: 2 AM, 1 FM, 2 TV. KRHD-AM-FM Duncan and KSWO-AM-TV Lawton, both Oklahoma; and KFDTV Amarillo, Tex. Ownership: R.H. Drewry owns 62.1% of KRHD-AM-FM and 69% of KSWO-AM-TV. KFDTV is a joint venture owned by Lawton Cablevision (50%), KSWO-TV (45%), KSWO(AM) (2 1/2%) and KRHD-AM-FM (2 1/2%). Cable TV: Hqs: Box 708, Lawton, Okla. 73502.

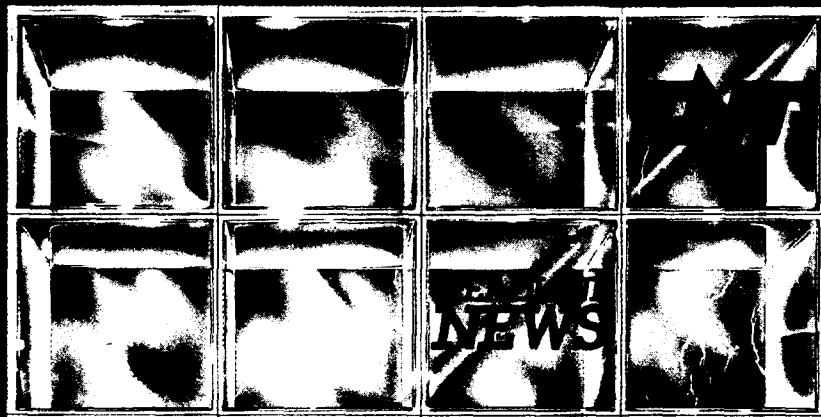
Norman S. Drubner Stns. Stns: 2 AM, 4 FM. WNLC(AM) and WTYD(FM) New London, Conn.; WNFI(FM) Palatka, WPAP-FM Panama City and WCOA(AM)-WJLQ(FM) Pensacola, all Florida. (All 100% owned.) Ownership: Norman S. Drubner, 100%. Hqs: 414 Meadow St., Waterbury, Conn. 06720. (203) 753-9291.

Duchossois Communications Co. Stns: 3 AM, 3 FM. 1 TV. KAIR(AM) and KJYK(FM) Tucson, Ariz.; WASK-AM-FM Lafayette, Ind.; KDSM-TV Des Moines, Iowa; and KDAL-AM-FM Duluth, Minn. Note: Group has sold KDAL-AM-FM Duluth, Minn. and purchased the following stns, pending FCC approval: KEBR(FM) Sacramento, Calif.; WNAK(AM) and WHFS(FM) Annapolis, Md. Executive: Rolland C. Johnson, pres. Hqs: 845 Larch Ave. Elmhurst, Ill. 60126. (312) 279-3600.

Duhamel Broadcasting Enterprises. Stns: 1 AM, 4 TV. KDUH-TV Scottsbluff, Neb.; KHSD-TV Lead and KOTA-AM-TV Rapid City, all South Dakota; and KSGW-TV Sheridan, Wyo. (All 100% owned.) Executives: Helen S. Duhamel, chmn of the bd; William F.

Broadcasting **4** Cable Yearbook '89

The standard of excellence from the company that sets the standards.



48th St.,

11, 4 FM.
Billings
JTR(AM)
owned.)
Fitz

R.I. (20%). Ownership: William S. Cerny, 50%; George
Chopivsky Jr., 25%; George Y. Wheeler III, 15%. Hqs:
1819 L St. N.W., Suite 200, Washington 20036. (202)
955-3995.

Communications Corp. Stns: 1 AM, 2 FM. KEZA(FM)
Fayetteville, Ark.; KPEL(AM) and KTDY(FM) Lafayette,
La. Ownership: Thomas R. Galloway, Michael B.

VP & controller: Dixon C. Lowvorn, senior VP; James
M. Keelor, VP; Conrad L. Cagle, VP; J. Harold Culver,
VP; Guy W. Hempel, VP; Ronald F. Loewen, VP; S.
Wheeler Rudd, VP; and Melbourne A. Stebbins, VP.
Ownership: The Liberty Corp., Greenville, S.C. (Francis
M. Hipp, W. Hayne Hipp and families, principals).
Hqs: Box 789, Greenville, S.C. 29602. (803) 292-4370.

Group Ownership

Daytona Group. Stns: 5 AM, 9 FM. KGRX(FM) Globe,
Ariz.; WNLC(AM) and WTYD(FM) New London, Conn.;
WFIY(FM) Fort Myers. WPAP-FM Panama City and

EXHIBIT 5

1 DAVID L. CUNNINGHAM, ESQ.
2 Marinship Yacht Harbor
3 Post Office Box 1648
4 Sausalito, California 94965
5 Telephone: 415/332-7600
6 Telefax: 415/332-1720

7 Attorney for DEFENDANT
8 FREDERIC W. CONSTANT,
9 an individual

FILED
HOWARD HANSON
MARIN COUNTY CLERK
MAY 5 1989
BY S. SECOBIANO, DEPUTY

10 SUPERIOR COURT OF THE STATE OF CALIFORNIA

11 IN AND FOR THE COUNTY OF MARIN

12 GLENFED FINANCIAL CORPORATION,
13 a California Corporation,

14 Plaintiff, No. 140624

15 vs.

16 FREDERIC W. CONSTANT, an
17 individual,

18 Defendant.
19 _____/

DECLARATION OF MARY F. CONSTANT
IN OPPOSITION TO MOTION FOR
SUMMARY JUDGMENT OR ALTERNA-
TIVELY, SUMMARY ADJUDICATION OF
ISSUES.

20 Dated: May 19, 1989

21 Time: 10:30 a.m.

22 Place: Department 5
23 Law and Motion

24 I, MARY F. CONSTANT, declare:

25 I am the wife of Frederic W. Constant, the Defendant herein,
26 and if called as a witness, I could competently testify to the
27 following facts of my own direct knowledge.

28 1. Mr. Constant and I were married on September 25, 1982
in Oregon and at all times herein have been living together in
the State of California as husband and wife.

2. On or about September 29, 1987, I was requested to be

1 and was present and was requested to sign a spousal consent in
2 connection with a loan that was being made by Glenfed Financial
3 Corporation to four corporations owned and controlled by my
4 husband, substantially all of the assets of which were to secure
5 the loans.

6 3. Prior to the signing of the spousal consent, I was deeply
7 concerned about my personal involvement and liability and that of
8 our personal family assets such as our family residence, family
9 car, etc, in the unlikely event that the corporations did not
10 repay the loan.

11 4. I made my concern known to the attorney for Glenfed
12 Financial Corporation, Michael Concannon. He treated me as
13 though I were an innocent little housewife, not knowing what I
14 was signing, nor was it necessary, but assured me, "Don't worry
15 about it my dear, its just business and will not effect your
16 personal assets." "You are not signing away your home or
17 inheritance, its just a business deal with your husband's
18 corporations".

19 5. His statement was consistent with my husband's remarks
20 in the manner which were, "Glenfed is looking to repayment from
21 the corporations secured by the assets which are worth
22 substantially more than the loans against them and they have
23 agreed that my personal guaranty is only to assure my personal
24 management of the business and my personal guaranty as the last
25 resort to the corporation and their assets."

26 6. With this understanding and representation, in the
27
28

1 presence of Mr. Concannon, Attorney for Glenfed, my husband
2 executed the continuing guaranty and I executed the spousal
3 consent and our signatures were notarized.

4 I declare under penalty of perjury under the laws of the
5 State of California. Executed at Sausalito, California this 4th
6 day of May, 1989.

7
8 
9 MARY F. CONSTANT

EXHIBIT 6

ATTORNEY OR PARTY WITHOUT ATTORNEY (Name and Address):

TELEPHONE NO.:

FOR RECORDER'S USE ONLY

☒ Recording requested by and return to:

L. WALLACE GRAHAM (415) 453-7121
Attorney at Law
1615 Fifth Avenue, San Rafael, CA 94901

☒ ATTORNEY FOR ☒ JUDGMENT CREDITOR ☐ ASSIGNEE OF RECORD

NAME OF COURT: SUPERIOR COURT OF CALIFORNIA

STREET ADDRESS: 3501 Civic Center Drive,

MAILING ADDRESS: P. O. Box E

CITY AND ZIP CODE: San Rafael, CA 94903

BRANCH NAME:

PLAINTIFF: WALTER THILL

DEFENDANT: MEGAMEDIA WORLDWIDE, INC., FREDERIC
W. CONSTANT, aka FRED CONSTANT, et al

CASE NUMBER:

ABSTRACT OF JUDGMENT

147555

FOR COURT USE ONLY

1. The ☒ judgment creditor ☐ assignee of record
applies for an abstract of judgment and represents the following:

a. Judgment debtor's

Name and last known address

Frederic W. Constant
11540 Petaluma - Pt. Reyes Road
Nicasio, CA 94946

- b. Driver's license No. and state:

☒ Unknown

- c. Social Security No.: 049-32-0507

☐ Unknown

- d. Summons or notice of entry of sister-state judgment was personally served or

mailed to (name and address): Gate 3 Road, Houseboat No. 6,
Marinship Yacht Harbor, Sausalito, CA

- e. ☒ Additional judgment debtors are shown on reverse.

Date: 4/17/91

0040A000 04/91

A. 1 A. 1

FILED

MAR 12 1991

HOWARD HANSON
MARIN COUNTY CLERK

By

[Signature]
DEPUTY

SUPERIOR COURT OF THE STATE OF CALIFORNIA

IN AND FOR THE COUNTY OF MARIN

WALTER THILL,

Plaintiff,

vs.

MEGAMEDIA WORLDWIDE, et al,

Defendant.

NO. 147555

STATEMENT OF DECISION

Although records were poorly kept and poorly maintained, it is clear that MegaMedia WorldWide, Inc. was a shell in the guise of a corporation for a one-person sole proprietorship operated by Frederic Constant. The sham corporation was undercapitalized and did not comply with requirements of the Corporation Code relating to Board of Director meetings or shareholder meetings. The Court finds the authorities cited in plaintiff's Trial Brief to apply to this case.

Walter Thill did perform consulting services for Mr. Constant and Mr. Constant was aware that Thill expected to be paid for his services, as well as he repaid for loans to the defendants.

However, any expenditure of money for business expenses,

EXHIBIT B

1 trips and attorney fees to Howard, Rice was not agreed to by
2 defendants and plaintiff will not recover for those items
3 (\$4,341.05).

4 Judgment for plaintiff Walter Thill against Frederic W.
5 Constant, individually, and MegaMedia WorldWide, Inc., jointly
6 and severally, for \$51,000.

7 DATED: March 5, 1991.

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11 GERALD RAGAN
12 JUDGE PRO TEM
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1 L. WALLACE GRAHAM
2 Attorney at Law
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4 San Rafael, CA 94901
5 (415) 453-7121

6 Attorney for Plaintiff

FILED

AUG 7 1991

HOWARD HANSON
MARIN COUNTY CLERK
BY C HARDING DEPUTY

C. Harding

8 SUPERIOR COURT OF THE STATE OF CALIFORNIA

9 IN AND FOR THE COUNTY OF MARIN

10 WALTER THILL,

No. 147555

11 Plaintiff,

ORDER RE: ORDER TO APPEAR
FOR EXAMINATION

12 vs.

13 MEGAMEDIA WORLDWIDE, INC.,
14 FREDERIC W. CONSTANT, aka
FRED CONSTANT, DOES 1 to 10,

15 Defendants

16
17 The order of examination of Mary F. Constant came on
18 regularly before this court on August 7, 1991. L. Wallace Graham,
19 appeared as Attorney for Plaintiff. Attorney, David Cunningham,
20 appeared and advised the court that he was acting as Attorney for
21 Frederic W. Constant and Mary F. Constant.


22 The attorneys advised the court that, by stipulation, the
23 Order of Examination of Mary F. Constant was continued to August
24 ~~15~~ ²², 1991 at 9:00 a.m. on the express condition that on that date
25 defendant, Frederic W. Constant likewise appear and submit to an
26 order of examination without the need for formal service on him of
27 an Order of Examination. It was further agreed, as to Mary F.
28 Constant, that if she failed to appear on August 19, 1991, the

1 court would immediately issue a bench warrant for her arrest and
2 not require the sending of a bench warrant letter.

3 Dated: August 7, 1991

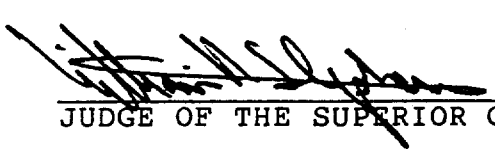

L. WALLACE GRAHAM, Attorney
for Plaintiff

5 Dated: August 7, 1991


DAVID CUNNINGHAM, Attorney
for Frederic W. and Mary F.
Constant

8 IT IS SO ORDERED:

9 Dated: 8/7/91


JUDGE OF THE SUPERIOR COURT

1 OF YOUR ACQUAINTANCE WITH FRED CONSTANT?

2 A. I MET FRED CONSTANT AND MARY CONSTANT
3 SOCIALLY, THE YEAR I THINK WAS 1986, ALTHOUGH THEY COULD
4 PROVE ME WRONG. I'VE CERTAINLY KNOWN THEM COMING UP ON
5 FIVE YEARS. I BELIEVE WE MET THROUGH A MUTUAL FRIEND. WE
6 HIT IT OFF SOCIALLY. I HAVE BEEN IN THEIR HOUSE; THEY'VE
7 BEEN IN MY HOUSE.

8 FRED TOLD ME THAT HE OWNED SOME RADIO
9 STATIONS, OPERATED THEM. I DIDN'T KNOW VERY MUCH MORE
10 ABOUT THAT LINE OF ENDEAVOR UNTIL I HAD AN OPPORTUNITY TO
11 GET TO KNOW HIM BETTER IN A BUSINESS SENSE.

12 Q. DID YOU AND FRED BEGIN TO HAVE SOME
13 CONVERSATIONS IN THE TAIL END OF 1989, FIRST PART OF 1990
14 REGARDING ESTABLISHING A BUSINESS RELATIONSHIP?

15 A. TAIL END OF 1989 FRED CALLED ME UP AND SAID
16 I'M IN A SITUATION WHERE I'M OUT FROM UNDER SOME RADIO
17 STATIONS. I'M LOOKING FOR SOMETHING TO DO. I'D LOVE TO
18 TALK TO YOU ABOUT IT BECAUSE THAT SEEMS TO BE THE SORT OF
19 THING THAT YOU HAVE DONE.

20 AND SO I WENT AND SAW HIM TWO SEPARATE TIMES.
21 WE JUST GENERALLY TALKED ABOUT THE BUSINESS. I DIDN'T
22 KNOW ANYTHING ABOUT BROADCASTING. HE EDUCATED ME. I GAVE
23 HIM SOME IDEAS WHAT I KNEW MIGHT BE OPPORTUNITIES. WE
24 JUST GENERALLY HAD SOME DISCUSSION WHERE WE TRIED TO
25 DEFINE JUST GENERALLY FRED'S INTEREST AND OPPORTUNITIES
26 RATHER.

27 Q. IN THIS CONVERSATION THAT YOU ARE REFERRING
28 TO, WAS FRED TALKING TO YOU ABOUT MEGAMEDIA WORLDWIDE?

18

1

COULD .

18 1 A. I SPENT APPROXIMATELY TEN YEARS IN RADIO
2 STARTING OUT AS A BOOKKEEPER-BUSINESS MANAGER AND THEN
3 MOVING ON THROUGH THE SALES DEPARTMENT, GENERAL SALES
4 MANAGER OF A SALES DEPARTMENT, CORPORATE COMPTROLLER OF A
5 RADIO STATION GROUP MR. CONSTANT OWNED, AND THEN ON AFTER
6 THAT TO MEGAMEDIA.

7 Q. JUST BRIEFLY FOCUSING ON THE SITUATION, MR.
8 CONSTANT OWNED A RADIO STATION PRIOR TO YOUR
9 INVOLVEMENT -- PRIOR TO YOUR TIME, YOU WENT TO WORK FOR
10 MEGAMEDIA?

11 A. YES.

12 Q. HE OWNED A RADIO STATION. YOU WORKED FOR HIM
13 THERE?

14 A. SEVERAL RADIO STATIONS.

15 Q. WHAT DID YOU DO DURING THAT TIME PERIOD?

16 A. MY TITLE WAS CORPORATE COMPTROLLER. I
17 HANDLED ALL OF THE ACCOUNTING AND ADMINISTRATIVE FUNCTION
18 FOR THOSE RADIO STATIONS.

19 Q. ABOUT WHEN DID THAT OCCUR? WHAT TIME PERIOD?

20 A. WAS 1985 THROUGH 1987.

21 Q. OKAY. YOU SUBSEQUENTLY WENT BACK TO WORK
22 AGAIN FOR HIM WHEN HE ESTABLISHED THAT MEGAMEDIA FIRM?

23 A. YES.

24 Q. WHEN DID YOU START THERE?

25 A. APRIL OF 1990.

26 Q. AND HOW LONG DID YOU WORK THERE?

27 A. THROUGH AUGUST OF 1990.

28 Q. WHAT DID YOU DO FOR MEGAMEDIA?

18 1 A. I CAME IN BASICALLY TO DO THE SAME THING, TO
2 DO ALL OF THE ACCOUNTING, THE COMPUTER WORK,
3 ADMINISTRATIVE FUNCTION, SUPERVISION OF THE ADMINISTRATIVE
4 STAFF.

5 Q. HOW MANY OTHER EMPLOYEES DOING INSIDE WORK AS
6 OPPOSED TO SALES PERSONNEL?

7 A. I HAD ONE -- I HAD TWO PEOPLE. THERE WERE
8 TWO PEOPLE, ONE YOUNG MAN WHO WAS -- A SHORT PERIOD OF
9 TIME, WHO WAS IN THE MAIL ROOM DOING SHIPPING AND SO
10 FORTH, THE RECEPTIONIST. AND SHORTLY AFTER I CAME IN, THE
11 YOUNG MAN QUIT. THERE WAS JUST THE RECEPTIONIST AND
12 MYSELF.

13 Q. IS IT FAIR THEN TO SAY YOU HANDLED ALL OF
14 INTERNAL AFFAIRS OF THE CORPORATION?

15 A. YES.

16 Q. NOW, AS SUCH, DID YOU REVIEW THE BILLS AND
17 PAY THE BILLS?

18 A. YES.

19 Q. YOU HANDLED EVERYTHING THAT CAME ACROSS
20 THE -- LET ME REPHRASE THAT. DURING THAT TIME PERIOD WHAT
21 DID MR. CONSTANT DO REGARDING THE CORPORATION?

22 A. WHAT DID HE DO REGARDING THE CORPORATION?
23 THE ACTIVITIES AT THAT POINT REVOLVED AROUND SEEKING THE
24 INVESTORS' FUNDS AND EXPANSION INTO THE EUROPEAN MARKET,
25 AS WALTER TESTIFIED EARLIER, AND THE SALE OF THE EXISTING
26 TAPE PRODUCTS.

27 Q. SO, HE HANDLED MORE OF THE SALES ASPECT THAN
28 OPPOSED TO THE INTERNAL ASPECTS OF THE COMPANY?

1 A. I WOULD SAY, YES. HE WAS MORE INVOLVED IN
2 THE SALES ASPECT THAN IN MY AREA OR ADMINISTRATIVE ASPECT
3 OF THE BUSINESS.

4 Q. IS IT FAIR TO SAY YOU BASICALLY RAN ALL OF
5 THE INTERNAL OPERATIONS OF THE COMPANY?

6 A. THAT WOULD BE FAIR.

7 Q. AS SUCH DID YOU HAVE ACCESS TO ALL OF THE
8 COMPANY RECORDS?

9 A. YES, ABSOLUTELY.

10 Q. THEY WERE IN THE BUILDING WHERE YOU WERE
11 LOCATED?

12 A. M-HM.

13 Q. 70 GOLD STREET, SAN FRANCISCO?

14 A. YES.

15 Q. DID THAT INCLUDE THE CORPORATE RECORDS?

16 A. YES.

17 Q. DID YOU HAVE ANY DISCUSSION WITH FRED
18 CONSTANT REGARDING THE DOCUMENTS THAT INCORPORATED THE
19 CORPORATION, SUCH AS THE ARTICLES OF INCORPORATION AND
20 THOSE KINDS OF DOCUMENTS?

21 A. YES.

22 Q. WAS THERE, IN FACT, A SPECIFIC FILE THAT HAD
23 THOSE DOCUMENTS?

24 A. YES, THERE WAS.

25 Q. DID YOU EVER DISCUSS THE CONTENTS OF THAT
26 FILE WITH MR. CONSTANT?

27 A. YES, WE DID.

28 Q. DID HE TELL YOU THAT THAT FILE CONTAINED ALL

18 1 OF THE CORPORATE RECORDS?

2 A. YES.

3 Q. WHAT WAS IN THAT FILE?

4 A. THERE WAS ONE SHEET OF PAPER THAT WAS A TYPED
5 ARTICLES OF INCORPORATION. IT WAS A SIMPLE ONE-SHEET FORM
6 THAT HAD HIS SIGNATURE ON IT.

7 Q. AND ACCORDING TO WHAT HE TOLD YOU, THAT WAS
8 ALL OF THE RECORDS THE CORPORATION HAD?

9 A. YES.

10 Q. AND DID THAT CONDITION CHANGE AT ANY TIME
11 DURING THE TIME YOU WERE WORKING THERE?

12 A. NO.

13 Q. NOW, IS IT FAIR TO SAY THEN THAT THERE WERE
14 NO BYLAWS?

15 A. NONE.

16 Q. WERE THERE ANY MINUTES OF ANY CORPORATE
17 MEETINGS?

18 A. NONE.

19 Q. WERE THERE ANY STOCK CERTIFICATES?

20 A. NONE.

21 Q. DO YOU KNOW WHETHER OR NOT ANY STOCK
22 CERTIFICATES WERE EVER ISSUED FOR ANY SHARES OF STOCK?

23 A. NONE.

24 Q. DO YOU KNOW IF THERE WERE EVER ANY BOARD OF
25 DIRECTORS MEETINGS WHILE YOU WERE THERE?

26 A. NONE.

27 Q. DID YOU KNOW IF ANY BYLAWS WERE EVER ADOPTED
28 WHILE YOU WERE THERE?

18 1 A. NONE.

2 Q. DID ANY TYPE OF CORPORATE ACTIVITY OF THE
3 NATURE THAT I'M TALKING ABOUT EVER OCCUR WHILE YOU WERE
4 THERE?

5 A. NONE AT ALL OF THAT NATURE.

6 Q. WAS THERE, IN FACT, A BOARD OF DIRECTORS?

19 7 A. NO, NOT IN THE CONTEXT WE'RE DISCUSSING NOW.
8 THAT ONE SPECIFIC PIECE OF PAPER THAT I SAW HAD HIS
9 SIGNATURE ALONE ON IT.

10 Q. YOU -- DID YOU RECEIVE SOME SORT OF TITLE
11 WHEN YOU CAME TO WORK AT THE COMPANY?

12 A. YES.

13 Q. WHAT WAS THAT TITLE?

14 A. VICE-PRESIDENT ADMINISTRATION.

15 Q. WAS THERE ANY MEETING HELD WHERE YOU WERE
16 APPOINTED AS SUCH A VICE-PRESIDENT?

17 A. NO.

18 Q. WHO GAVE YOU THE TITLE?

19 A. MR. CONSTANT.

20 Q. WERE THERE ANY MINUTES STATING YOU WERE BEING
21 APPOINTED TO VICE-PRESIDENT?

22 A. NO.

23 Q. DID YOU, TO A DEGREE, ACT AS A SECRETARY FOR
24 MR. CONSTANT?

25 A. TO A DEGREE, I WOULD SAY, YES.

26 Q. DID HE TELL YOU TO PAY BILLS, WRITE LETTERS?

27 A. YES.

28 Q. WITHIN THE NORMAL COURSE OF YOUR OCCUPATIONAL

20 1 REGARDING THAT SUM OF MONEY?

2 A. NO, I WAS NOT.

3 Q. DID -- AT ANY TIME DO YOU RECALL ANY
4 ADMISSION BY FRED CONSTANT THEREAFTER THAT THAT MONEY WILL
5 BE REPAID TO WALT?

6 A. YES. WHEN THE BILL WAS INCURRED, IT WAS PUT
7 ONTO -- INTO THE ACCOUNTING SYSTEM INTO ACCOUNTS PAYABLE.
8 IT SHOWS ON THE ACCOUNTS PAYABLE LEDGER AS A BILL THAT WAS
9 OWED. AFTER WALTER PAID THE BILL PERSONALLY, IT REMAINED
10 ON ACCOUNTS PAYABLE UNDER THE NAME OF NIELSEN.

11 AND WE HAD SEVERAL DISCUSSIONS ABOUT THE FACT
12 THAT IT WAS NOT STILL OWED TO NIELSEN; IT WAS OWED TO
13 WALTER. IT WAS ACKNOWLEDGED THAT WAY.

14 Q. OKAY. YOU MADE A STATEMENT THAT FRED
15 CONSTANT WOULD NEVER ACKNOWLEDGE HE OWED ANY MONEY AS AN
16 OBLIGATION OF HIS. WHY DO YOU SAY THAT?

17 A. IT'S NOT HIS STYLE TO STAND UP AND ADMIT I
18 OWE WALTER MONEY. HE -- HE WOULD -- HE JUST WOULD NOT SAY
19 THAT. HE WOULD NOT STAND UP AND SAY THAT ABOUT ANYONE OR
20 ANYTHING. I'VE NEVER HAD THE EXPERIENCE TO SEE HIM
21 ACKNOWLEDGE SOMETHING LIKE THAT.

22 Q. OKAY. IN THE COURSE OF DEALING WITH HIM OVER
23 THE NUMBER OF YEARS THAT YOU HAVE, HAVE YOU DEVELOPED AN
24 OPINION AS TO THE HONESTY OF FRED CONSTANT?

25 A. I CERTAINLY HAVE.

26 Q. COULD YOU TELL THE JUDGE WHAT YOUR OPINION
27 IS?

28 A. WELL, TO TRACE THIS HISTORY -- WHEN I FIRST